

COPY OF

CERTIFICATE OF ASSISTANT SECRETARY

I, ROBERT B. CORPENING, an Assistant Secretary of THOMPSON RAMO WOOLDRIDGE INC., an Ohio corporation, do hereby certify that the attached copy of Merger Agreement, dated as of June 30, 1958, is a true and correct copy of the Merger Agreement entered into by Thompson Products, Inc. and The Ramo-Wooldridge Corporation, and approved by their respective stockholders at Special Meetings thereof, duly called and held on September 30, 1958.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of Thompson Ramo Wooldridge Inc., at Los Angeles, California, this 25th day of November, 1958.

STATINTL


Assistant Secretary /

(Corporate Seal)